

Exhibit 5

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

**JASON COLEMAN and JESSICA CASEY,
on behalf of the RVNB Holdings, Inc.
Employee Stock Ownership Plan, and on
behalf of a class of all other persons similarly
situated,**

Plaintiffs,

v.

**NEIL M. BROZEN, ROBERT PETERSON,
JR., VASILIA PETERSON, MIKE
PAXTON, NICK BOURAS, STERLING
INVESTMENT PARTNERS III, L.P.,
NICOLE PETERSON 2012
IRREVOCABLE TRUST, and BROOKE
PETERSON 2012 IRREVOCABLE
TRUST,**

Defendants.

Case No. 3:20-CV-01358-E

**PLAN OF ALLOCATION AND DISTRIBUTION OF
SETTLEMENT PROCEEDS TO SETTLEMENT CLASS MEMBERS**

1. **The Net Settlement Fund.**¹ Defendants have agreed to pay \$14,000,000, \$12,727,272.73, which will be deemed the Class Settlement Amount and will be deposited into the Qualified Settlement Fund. The Class Settlement Amount, together with interest earned thereon, shall constitute the “Gross Settlement Amount.” The funds remaining after deduction from the Gross Settlement Amount for: (a) all Attorneys’ Fees and Costs; (b) all Administrative Expenses; and (c) any Case Contribution Awards, shall constitute the “Net Settlement Fund.” The Net Settlement Fund will be distributed to the Class Members pursuant to this Plan of Allocation.

¹ Unless otherwise defined in this Plan of Allocation, capitalized terms have the meanings ascribed to them in the Settlement Agreement.

2. **Calculation of Settlement Class Member Benefits.** Each Settlement Class Member's share of the Net Settlement Fund will be determined by the following calculation:

- a. The number of shares of the RVNB Holdings, Inc. stock in which the Settlement Class Member vested through June 29, 2017, divided by the sum total of all vested shares of the RVNB Holdings, Inc. stock in which all Settlement Class Members vested through June 29, 2017, shall constitute that Settlement Class Member's "Entitlement Percentage"; and
- b. The Class Member's Settlement Credit Amount shall be calculated by multiplying the total value of the Net Settlement Fund by his or her Entitlement Percentage.

3. **Form of Distribution.** Settlement Class Members will be notified by the Settlement Administrator of their entitlement to receive a distribution based upon their Entitlement Percentage of the Net Settlement Fund and will be given an opportunity to elect whether to receive such payment directly or by means of a rollover to an eligible retirement plan. In the event that a Settlement Class Member fails to submit a Rollover Form on or before the date of the Fairness Hearing, or the Settlement Class Member's Rollover is rejected by the Settlement Administrator, that Settlement Class Member will be treated as a Non-Rollover-Electing Settlement Class Member.

A. Rollover-Electing Class Members. For each Rollover-Electing Class Member, no later than twenty (20) business days following the Settlement Effective Date, the Settlement Administrator shall attempt to effect a rollover of the Class Member's Settlement Credit Amount from the Qualified Settlement Fund to the individual retirement account or other eligible employer plan elected by each Rollover-Electing Class Member in their Rollover Form, if the conditions for such rollover are satisfied and adequate paperwork necessary to transfer such Settlement Credit

Amount by rollover has been provided. If the Settlement Administrator is unable to effectuate the rollover instructions of any Rollover-Electing Class Member as provided in their Rollover Form due to inadequate information supplied by the Class Member or failure by the custodian of the individual retirement account or other eligible employer plan designated by the Class Member to claim the Class Member's Settlement Credit Amount within thirty (30) days of its issuance from the Qualified Settlement Fund, the Class Member will be treated as a Non-Rollover-Electing Class Member.

B. Non-Rollover-Electing Class Members. For each Non-Rollover-Electing Class Member, no later than twenty (20) business days following the Settlement Effective Date, or as soon as practicable if the Class Member becomes a Non-Rollover-Electing Class Member, the Settlement Administrator shall distribute the Class Member's Settlement Credit Amount from the Qualified Settlement Fund by calculating and withholding any taxes required to be withheld and mailing a check for the remainder of the Settlement Credit Amount to the Settlement Class Member. Before mailing any check to a Settlement Class Member, the Settlement Administrator shall (a) determine whether the Settlement Class Member has provided an updated mailing address to Class Counsel or the Settlement Administrator and (b) use commercially reasonable efforts to attempt to verify the Settlement Class Member's mailing address and search for any new address information. Each check shall be sent to the mailing address determined, in the judgment of the Settlement Administrator, most likely to reach the Settlement Class Member.

For each check issued, other than any permitted rollover, the Settlement Administrator shall (1) calculate and withhold any applicable taxes required to be withheld associated with the payments allocable to the Class Member; (2) report such payments and remit such tax withholdings

to the Internal Revenue Service and applicable state and local revenue agents; and (3) issue appropriate tax forms to the Class Member.

4. **Final Settlement Administration.** For Non-Rollover-Electing Class Members, the Settlement Administrator may issue up to three checks to attempt to distribute their Settlement Credit Amount to them. The first round of checks issued pursuant to this Plan of Allocation shall expire sixty (60) calendar days after their issue date. For Class Members who fail to cash checks issued in this first round before the expiration date of the check, the Settlement Administrator will endeavor to locate an alternative current address. If an alternative address is identified, a second round of checks will be issued to Settlement Class Members who failed to cash checks issued in the first round and for whom an alternative address is identified. These checks will expire ninety (90) calendar days after their issue date.

Additionally, starting thirty (30) days after a check has been mailed to a Settlement Class Member but not cashed and continuing until all second round checks have expired, the Settlement Administrator may stop payment on the check (if necessary) and re-issue the check to the Settlement Class Member if (a) the Settlement Class Member contacts the Settlement Administrator and reports that the check was lost or not received and (b) provides or confirms to the Settlement Administrator the mailing address to which the Settlement Class Member would like the check to be re-issued. Any check re-issued at the request of a Class member pursuant to this Section shall expire sixty (60) calendar days after its issue date.

All checks that are undelivered or are not cashed before their expiration date shall revert to the Qualified Settlement Fund. After all efforts permitted by Section 8.5.1 of the Settlement Agreement to distribute each Settlement Credit Amount to the Class Member for whom it was calculated have been exhausted, all Settlement Credit Amounts that reverted to the Qualified

Settlement Fund shall be re-distributed *pro rata* to the Class Members who received their Settlement Credit Amounts in the same manner that such Class Members received the Settlement Credit Amount initially allocated to them.

5. **Modifications.** The Court may approve the Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the Settlement Website within ten (10) business days of the modification.